

Exhibit 2

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**ORDER GRANTING DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION
TO CLAIMS (EMPLOYEE CLAIMS)**

Upon the thirty-fourth omnibus claims objection, dated September 19, 2013 (the "Thirty-Fourth Omnibus Claims Objection"),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the "Procedures Order"), disallowing and expunging the Employee Claims for which the Debtors do not have liability, all as more fully described in the Thirty-Fourth Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Thirty-Fourth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Thirty-Fourth Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Thirty-Fourth Omnibus Claims Objection having been provided, and it appearing that no

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' Thirty-Fourth Omnibus Claims Objection.

other or further notice need be provided; and upon consideration of the Thirty-Fourth Omnibus Claims Objection and the Declaration of Deanna Horst in Support of Debtors' Thirty-Fourth Omnibus Objection to Claims (No Liability – Employee Claims), annexed thereto as Exhibit 1; and the Court having found and determined that the relief sought in the Thirty-Fourth Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Thirty-Fourth Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Thirty-Fourth Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit A annexed hereto are disallowed and expunged; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, is directed to disallow and expunge the Employee Claims identified on the schedule attached as Exhibit A hereto so that such claims are no longer maintained on the Debtors' official claims register; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Thirty-Fourth Omnibus Claims Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any claim not listed on Exhibit A annexed to this Order, and the Debtors' and all parties in interests' right to object on any basis are expressly reserved with respect to any claim not listed on Exhibit A annexed hereto; and it is further

ORDERED that this Order shall be a final order with respect to each of the Employee Claims identified on Exhibit A, annexed hereto, as if each such Employee Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2013
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRTY-FOURTH OMNIBUS OBJECTION - EMPLOYEE - NO LIABILITY (NON-BORROWER CLAIMS)

Claims to be Disallowed and Expunged							
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
1	Adam Peterson 120 Sunset Lane Elk Run Heights, IA 50707	4077	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,781.76 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
2	ANN-MARIE MORAN 45 FLINT POND ROAD HOLLIS, NH 03049	2154	11/05/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
3	ARMANDO DELEON 10101 CALVIN AVE NORTHRIDGE, CA 91324	1301	10/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
4	BARBARA KAY MILLER 1867 RIZZO CT SPARKS, NV 89434	1416	10/19/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032	Claim filed by pension beneficiaries.
5	CHARLES SMYTH 126 BLAKE AVENUE ROCKLEDGE, PA 19046	3909	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$27,931.20 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
6	DEBORAH REYNOLDS 3141 GERSHWIN LANE SILVER SPRING, MD 20904	767	09/27/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032	Claim filed by pension beneficiaries.

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Claims to be Disallowed and Expunged							
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
7	DELORES ROTHENBERGER 4445 EAST TEXAS ROAD ALLENTOWN, PA 18103	1176	10/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
8	DENISE PORTER 7876 SPRING AVE #2F ELKINS PARK, PA 19027	4082	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
9	DIANNE TUFTS 104 THE LAURELS ENFIELD, CT 06082	1943	10/29/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
10	DONNA ALMOND PO BOX 2962 SOUTHFIELD, MI 48037-2962	1618	10/25/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
11	ELIZABETH CLARK PO BOX 634 MCKINNEY, TX 75070	1730	10/26/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$16,019.52 Secured \$0.00 Priority \$57,180.48 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
12	GAY LYNN CUMING 2604 BRUNSTON COURT ROUND ROCK, TX 78681	748	09/25/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.

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Claims to be Disallowed and Expunged						
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number Reason for Disallowance
				\$0.00 General Unsecured		
13	GOODMAN, SIDNEY 981 KENYA RD LAS VEGAS, NV 89123	882	10/01/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020 Claim filed by pension beneficiaries.
14	GWENDOLYN OCONNOR 5813 WOODDALE AVE EDINA, MN 55424	2058	10/31/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$165,261.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020 Claim filed by pension beneficiaries.
15	JANE LUMAN 3900 GRAPEVINE MILLS PKWY UNIT 3313 GRAPEVINE, TX 76051	574	09/20/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020 Claim filed by pension beneficiaries.
16	JEROME FLATAU 3695 KNOLL RIDGE DR EAGAN, MN 55122	1092	10/10/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032 Claim filed by pension beneficiaries.
17	JOE LOPEZ 715 CEDAR COVE DR GARLAND, TX 75040-2700	2538	11/06/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020 Associate resigned on 3/17/08. Books and records do not reflect any evidence of claimant contesting wages or pay before or after resignation.
18	JULIE LANK 22 BASKING RIDGE SHELTON, CT 06484	1048	10/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured	Residential Capital, LLC	12-12020 Claim filed by pension beneficiaries.

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Claims to be Disallowed and Expunged							
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
				\$0.00 Priority \$87,540.00 General Unsecured			
19	KENNETH ULRICH 900 WOODED POND ROAD LOWER GWYNEDD, PA 19002	1224	10/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
20	KIMBERLY PIKULA 4542 ALDRICH AVE N MINNEAPOLIS, MN 55412	915	10/01/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
21	MARTHA KUEHN 6016 INNES TRACE LOUISVILLE, KY 40222	2545	11/06/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$61,254.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
22	Mary Messner 608 North Brandywine St West Chester, PA 19380	4169	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$20,504.26 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
23	MARY PIERSON 1023 TENNIS AVENUE ARDSLEY, PA 19038	1699	10/26/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
24	MARY WILLIAMS 16097 HIGHWAY 19 S	841	09/28/2012	UNLIQUIDATED Administrative Priority \$0.00 Administrative Secured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.

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Claims to be Disallowed and Expunged

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
	KOSCIUSKO, MS 39090-9534			\$0.00 Secured \$0.00 Priority \$0.00 General Unsecured			
25	MAURICE PETERSON 5524 FAMILY DRIVE PRINCE GEORGE, VA 23875	2000	10/30/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$78,612.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
26	MICHAEL SUBER 1562 COOLIDGE AVENUE ROSLYN, PA 19001	1693	10/26/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$28,091.92 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
27	MILDRED FLAUCHER 26 NORTH WINDHAM ROAD WINDHAM, CT 06280	673	09/24/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
28	Paul Soto vs GMAC Mortgage LLC 509 Haven Ct Sellersville, PA 18960	1178	10/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority BLANK General Unsecured	GMAC Mortgage, LLC	12-12032	Claimant's charge of national origin discrimination is without merit because claimant was an employee of non-Debtor GMAC Mortgage Group LLC.
29	PETER KOHLMAYER 13864 BELMONT TRAIL ROSEMOUNT, MN 55068	1663	10/24/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
30	RAYMOND LINK	2562	11/07/2012	\$0.00 Administrative Priority	Residential	12-12020	Claim filed by pension beneficiaries.

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Claims to be Disallowed and Expunged

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
	PO BOX 818 DIABLO, CA 94528			\$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,040.00 General Unsecured	Capital, LLC		
31	RICHARD MOORHOUSE 2206 ANTRIM COURT DAVISON, MI 48423	2175	11/05/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
32	RICHARD WILSON 2704 SAMARKAND DRIVE SANTA BARBARA, CA 93105	3820	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
33	ROBERT AKUOKO 24 BIDWELL PARKWAY BLOOMFIELD, CT 06002	891	10/01/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority BLANK General Unsecured	Residential Capital, LLC	12-12020	Basis and amount not specified in Claim. Identified as prior associate in company records. Additional information requested 6/24/13 with no response.
34	Robert Gray 401 Rockefeller #1212 Irvine, CA 92612	1368	10/17/2012	\$178,000.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1.00 General Unsecured	Residential Capital, LLC	12-12020	Basis and amount unclear. Additional Information requested 6/24/13. Claimant responded that there was no basis for claim "thought everyone should fill one out".
35	SANDRA GREENE 7061 NW 5TH ST PLANTATION, FL 33317-1601	1546	10/23/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.

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Claims to be Disallowed and Expunged							
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
36	SEAN GILDEA 77 HARBOR AVENUE MARBLEHEAD, MA 01945	2250	11/05/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
37	SHERYL MCNALLY 7913 NESS ROAD LA PORTE CITY, IA 50651	2207	11/05/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
38	THOMAS CAPALDI 101 S PRINCETON AVENUE WENONAH, NJ 08090	570	09/19/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
39	Timothy Kitt 10412 Joiners Lane Potomac, MD 20854	3914	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.
40	TONY CONSTANTINOU 56 WOLF HOLLOW LANE KILLINGWORTH, CT 06419	546	09/17/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Claim filed by pension beneficiaries.